

EXHIBIT B

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1. The Japan Trade Center of San Francisco is an overseas branch office of the Japan External Trade Organization.

2. The Japan Trade Center of San Francisco was established in accordance with paragraph 2, article 2, chapter 1 of the "Law Concerning the Establishment of the Japan External Trade Organization." (See attached)

3. As an overseas branch of the Japan External Trade Organization, the Japan Trade Center of San Francisco does not operate under any agreement or contractual arrangement with its parent organization.

**The Law concerning the Establishment
of the Japan External Trade
Organization**

(Law No. 95, April 26, 1958)

RECEIVED
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Japan External Trade Organization

The English name of this organization was changed from the former Japan Export Trade Promotion Agency to the Japan External Trade Organization as of June 1, 1961. The new name is abbreviated JETRO as before. — JETRO

**The Law concerning the Establishment of the Japan
External Trade Organization
(Law No. 95, April 26, 1958)**

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Chapter 1. General Provisions

(Objective)

Article 1. The objective of the Japan External Trade Organization shall be to co-ordinate and effectively carry out the enterprises concerning the promotion of foreign trade of Japan.

(Incorporation)

Article 2. The Japan External Trade Organization (hereinafter referred to as JETRO) shall be incorporated as a juridical person.

(Offices)

Article 3. The main office of JETRO shall be located in Tokyo Metropolis.

2. JETRO may establish branch offices at necessary places with the approval of the Minister of International Trade and Industry.

(Capital)

Article 4. The capital of JETRO shall be two billion yen, the full amount of which shall be invested by the Government, after being appropriated as the funds stipulated in Item 4, Paragraph 1 of Article 11 of the Law Concerning the Funds for Economic Groundwork and the Funds for Special Corporations (Law No. 169, 1958), in accordance with the provisions of Item 4 of Article 10 of the same law.

2. With respect to the funds provided for in the above paragraph, the law mentioned in the same paragraph shall apply.

(Registration)

Article 5. JETRO shall be registered in accordance with the provisions of the applicable Cabinet Order.

2. The matters that are required to be registered under the above paragraph shall have no legal validity against a third person, except after they have been duly registered.

(Limitation on the Use of the Name)

Article 6. No one except JETRO shall be permitted to assume the name, the Japan External Trade Organization.

(Application mutatis mutandis of the Civil Code)

Article 7. The provisions of Article 44 (Capacity of Juridical Person to commit Illegal Acts) and Article 50 (Address of Juridical Person) of the Civil Code (Law No. 89, 1896) shall be applied mutatis mutandis to JETRO.

Chapter 2. President, Vice-President, Directors, Auditors, etc.

(President, Vice-President, Directors and Auditors)

Article 8. JETRO shall have one President, one Vice-President, Directors not exceeding six, and Auditors not exceeding two.

(Duties and Powers of the above Members)

Article 9. The President shall represent JETRO and exercise general supervision over its affairs.

2. The Vice-President shall represent JETRO, and shall, as determined by the President, assist the President in the conduct of its affairs. In case of inability of the President, the Vice-President shall conduct the duties of the President in his behalf and when the post of the President becomes vacant, the Vice-President shall conduct the duties of the President.

3. The Directors shall, as determined by the President, assist the President and the Vice-President and conduct the business of JETRO. In case of inability of the President and the Vice-President, the Directors shall conduct the said business in their behalf and in case their posts become vacant, the Directors shall conduct the duties of the President and Vice-President.

4. The Auditors shall audit the business of JETRO.

(Appointment of the above Members)

Article 10. The President, the Vice-President and the Auditors shall be appointed by the Minister of International Trade and Industry.

(Terms of Office of the above Members)

Article 11. The term of office of the President, the Vice-President and the Directors shall be four years, and that of the Auditors shall be two years. However, the term of office of any person who is appointed to fill a vacancy shall be the remainder of his predecessor's term.

2. The President, the Vice-President, the Directors, and the Auditors shall be eligible for reappointment.

(Disqualification Clause of the above Members)

Article 12. Members of the Diet, national public servants (except non-permanent members of administrative councils, committees, etc., and those occupying similar positions), members of assemblies of local public bodies, and chiefs and regular members of local public bodies are not eligible for the membership mentioned above.

(Dismissal of the above Members)

Article 13. In case the President or the Vice-President or any of the Auditors becomes disqualified under Article 12, such person shall be released from his office by the Minister of International Trade and Industry.

2. In case any of the Directors becomes disqualified under Article 12, such person shall be released from his office by the President.

Article 14. In case the President or the Vice-President or any of the Auditors is deemed to be unable to conduct his duties due to mental or physical disabilities, or when the President or the Vice-President or any of the Auditors is recognized to have neglected his obligations with respect to his duties or to have committed acts unbecoming to its position, such person may be released from his office by the Minister of International Trade and Industry.

2. In case any of the Directors is deemed to be unable to conduct his duties due to mental or physical disabilities, or when he is recognized to have neglected his obligations with respect to his duties or to have committed acts unbecoming to its position, such person may be released from his office by the President with the approval of the Minister of International Trade and Industry.

(Prohibition of the above Members from holding additional Position)

Article 15. Any of the members mentioned above is prohibited from becoming a member of the board of any profit-making organization, or from engaging in any commercial enterprise. The foregoing provision, however, shall not apply to a case where the Minister of International Trade and Industry has ruled that holding of such position or engaging in such an enterprise does not interfere with the conduct of his duties as the member mentioned above.

(Limitations on the Right of Representation)

Article 16. Neither the President nor the Vice-President shall have the right of representation with respect to matters, in which his interests conflict with those of JETRO. In case neither the President nor the Vice-President has the right of representation, the Auditors shall represent JETRO.

(Designation of Representatives)

Article 17. The President may designate from among the Directors or the Members of the Staff of JETRO his representatives who are empowered to perform all juridical and non-juridical matters in his place with regard to the affairs of the main office or the branch offices of JETRO.

(Consultative Committee on Management)

Article 18. The Consultative Committee on Management shall be established within JETRO.

2. The Committee shall, upon request of the President, conduct investigation of and deliberate on important matters concerning the management of the affairs of JETRO.

3. The Committee may express its views to the President concerning the matters mentioned in the above paragraph.

4. The Committee shall consist of not more than twelve members.

5. The Members shall be appointed by the President from among persons of learning and experience in international trade, with the approval of the Minister of International Trade and Industry.

6. The term of office of the Members shall be two years.

7. The Members shall be eligible for reappointment.

(Obligations of the President, the Vice-President, the Directors, the Auditors, etc. to observe Secrecy)

Article 19. The President, the Vice-President, the Directors, the Auditors, the Members of the Staff of JETRO, the Members of the Consultative Committee on Management, and any persons who have held any one of the foregoing positions must not divulge nor make fraudulent use of any secrets acquired concerning their duties.

(Status of the President, the Vice-President, the Directors, the Auditors, and the Members of the Staff)

Article 20. The President, the Vice-President, the Directors, the Auditors, and the Members of the Staff of JETRO shall be deemed to be employees engaged in official business in accordance with the laws and regulations in so far as the application of the Penal Code (Law No. 45,1907) is concerned.

Chapter 3. Enterprises

(Sphere of Enterprises)

Article 21. JETRO shall, in order to attain the objective mentioned in Article 1, execute the following matters:

- (1) Researches of matters concerning foreign trade, and publicity of the results of the above researches (including matters concerning industrial design);
- (2) Information and publicity of industries and merchandise of Japan;
- (3) Expediting of trade transactions;
- (4) Issuing and distribution of publications on foreign trade;
- (5) Holding of or participation in exhibitions, trade fairs and the like, or assistance in the holding of or participation in the same;

- (6) Matters concerning promotion of foreign trade, with which JETRO is entrusted by the Government;
 - (7) Matters related to any of the items mentioned above; and
 - (8) Matters necessary, other than those stipulated above, to attain the objective mentioned in Article 1.
2. JETRO shall obtain the approval of the Minister of International Trade and Industry in order to undertake any action under Item 8 of the above paragraph.

(Method of executing Enterprises)

Article 22. JETRO shall, at the time of commencement of its activities, determine the method of executing the enterprises and obtain the approval of the Minister of International Trade and Industry on it. The same procedure must be followed in order to effect any changes in the said method.

2. The matters to be covered by the method of executing the enterprises mentioned in the above paragraph shall be determined by the Ordinance of the Ministry of International Trade and Industry.

Chapter 4. Finance and Accounting

(Business Year)

Article 23. The business year of JETRO shall commence on April 1 of each year and terminate on March 31 of the following year.

(Business Programme, Financing Plan, and Budget)

Article 24. JETRO shall, before the commencement of each business year, formulate its Business Programme, Financing Plan and Budget for the ensuing year and obtain the approval of the Minister of International Trade and Industry on them. The same procedure must be followed in order to effect any changes on the above.

(Balance Sheet, Profit and Loss Account, and Statement of Accounts)

Article 25. JETRO shall, within five months after the termination of each business year, prepare its Balance Sheet, Profit and Loss Account, and Statement of Accounts, submit them to the Minister of International Trade and Industry with the statements of the Auditors, and obtain the authorization of the said Minister on them.

(Disposition of Profit and Loss)

Article 26. JETRO shall, if it has any profit for a business year, apply it to meet any loss that is carried over from the previous year, and, if there is any surplus still remaining, consolidate the amount into the reserve fund.

2. JETRO shall, if it incurs any loss for a business year, meet the situation by

reducing the reserve fund mentioned in the above paragraph, and, if there is any deficit still remaining, carry the deficit over to the following business year.

(Authorization of Loans)

Article 27. JETRO shall, in order to incur any loans, obtain the approval of the Minister of International Trade and Industry.

(Management of Surplus Funds)

Article 28. JETRO shall not employ the surplus funds arising from its business, except in the following cases:

- (1) Holding government bonds with the said funds;
- (2) Depositing the said funds in the Fund Employment Bureau;
- (3) Depositing the said funds in banks or Postal Savings; and
- (4) Leaving the said funds in trust with trust companies or banks engaged in trust business.

(Limitations on Disposition, etc. of Assets)

Article 29. JETRO shall obtain the approval of the Minister of International Trade and Industry in order to transfer or to offer as security any of the important assets designated by the Ordinance of the Ministry of International Trade and Industry.

(General Rules of the Payment of Wages, Salaries, and Retirement Allowances)

Article 30. JETRO shall obtain the authorization of the Minister of International Trade and Industry in order to determine the general rules of the payment of wages, salaries and retirement allowances to the President, the Vice-President, the Directors, the Auditors, and the Members of the Staff. The same procedure must be followed in order to effect any changes in them.

(Matters covered by the Ordinance of the Ministry of International Trade and Industry)

Article 31. The necessary matters concerning finance and accounting of JETRO shall be provided for by the Ordinance of the Ministry of International Trade and Industry as well as by the present law and the ordinances based on the same law.

Chapter 5. Government Supervision

(Government Supervision)

Article 32. JETRO shall be supervised by the Minister of International Trade and Industry.

2. The Minister of International Trade and Industry may, when deemed neces-

sary for enforcement of the present law, issue to JETRO orders necessary for supervision of its affairs.

(Report and Inspection)

Article 33. The Minister of International Trade and Industry may, when deemed necessary for enforcement of the present law, require JETRO to submit reports of its activities, and have the officials of the Ministry of International Trade and Industry visit any of the offices or the business establishments of JETRO to inspect the books, documents and other articles.

2. The officials who visit and execute inspections in accordance with the provision of the above paragraph, shall carry with them the certificates of identification and show them to the persons concerned.

3. The right to visit and inspect, which is provided for in paragraph 1, shall not be interpreted as that for criminal investigation.

Chapter 6. Miscellaneous Rules

(Consultation with the Minister of Finance)

Article 34. The Minister of International Trade and Industry shall consult with the Minister of Finance in the following cases:

- (1) Before giving the approval provided for in Articles 24, 27 and 29;
- (2) Before giving the authorization provided for in Articles 25 and 30; and
- (3) Before issuing the Ordinances of the Ministry of International Trade and Industry provided for in Paragraph 2 of Article 22 and Article 31.

Chapter 7. Penal Provision,

Article 35. Any person who has, in violation of the provisions of Article 19, divulged or made fraudulent use of the secrets acquired in connection with his duties, shall be punished by imprisonment of less than one year or by a fine of not more than 30,000 Yen.

Article 36. The President or the Vice-President or any of the Directors or any of the Auditors or any Member of the Staff of JETRO, who refuses to submit a report or makes a false report, or rejects, obstructs or evades investigation in violation of the provisions of Paragraph 1 of Article 33, shall be fined not more than 50,000 Yen.

Article 37. The President, the Vice-President, any of the Directors, any of the

Auditors or any Member of the Staff of JETRO, whose acts come under any one of the categories that follow, shall be subject to a correctional fine of not more than 30,000 Yen.

- (1) For not having obtained the approval or the authorization of the Minister of International Trade and Industry, which is required by the present law,
- (2) For having neglected to register in violation of the Cabinet Order mentioned in Paragraph 1 of Article 5,
- (3) For having executed business activities other than those stipulated in Paragraph 1 of Article 21,
- (4) For having employed the surplus funds in violation of the provisions of Article 28, or
- (5) For having violated the orders mentioned in Paragraph 2 of Article 32.

Article 38. Any person who has violated the provisions of Article 6 shall be subject to a correctional fine of not more than 10,000 Yen.

Supplementary Rules

(Date of Enforcement)

Article 1. The present law shall be put into force from the date of its promulgation.

(Establishment of JETRO)

Article 2. The Minister of International Trade and Industry shall, in connection with the provision of Paragraph 1 of Article 10, designate the persons who are expected to become the President, the Vice-President and the Auditors of JETRO respectively.

2. The persons who have been designated according to the provisions of the above paragraph to become the President, the Vice-President and the Auditors respectively, shall be deemed to have been appointed as the President, the Vice-President and the Auditors from the date when JETRO comes into existence in accordance with the provisions of the present law.

Article 3. The Minister of International Trade and Industry shall appoint the members of the Establishment Committee and instruct them to deal with the matters concerning the establishment of JETRO.

Article 4. The members of the Establishment Committee shall, without delay upon completion of the preparations for the establishment, request the Government for the payment of the amount of its investment.

2. The members of the Establishment Committee shall, on the day when the pay-

ment of the investment is made, transfer all the affairs of the Committee to the person designated to become the President in accordance with the provisions of Paragraph 1 of Article 2 of the Supplementary Rules.

Article 5. The person designated to become the President in accordance with the provisions of Paragraph 1 of Article 2 of the Supplementary Rules, shall register without delay the establishment of JETRO as provided by the Cabinet Order, when he has taken charge of the affairs in accordance with the provisions of the preceding Article.

Article 6. JETRO shall come into existence upon registration of its establishment.

(Taking Over the Rights and Obligations of the Japan External Trade Recovery Organization)

Article 7. On the day of the establishment of JETRO, the Japan External Trade Recovery Organization (hereinafter called the Organisation) founded on 28 February, 1951 shall be dissolved, and as of the same date all its rights and obligations shall be taken over by JETRO. The provisions concerning dissolution and liquidation of juridical persons in other laws and regulations shall not apply to this Article.

2. JETRO shall, when it has taken over the rights and obligations of the Organization according to the provisions of the above paragraph, set aside as reserve capital fund the amount equivalent to the balance remaining after the value of its debts has been subtracted from the value of its assets.

3. When the registration of the establishment has been completed according to the provisions of Article 5 of the Supplementary Rules, the registration officer shall register, ex officio, the dissolution of the Organization and close its registration form.

(Transitory Provisions)

Article 8. If there is any person who is using the name JETRO at the time the present law is put into force, such person shall be required to change its name within six months after the enforcement of this law.

2. The provisions of Article 6 shall not apply to the persons coming under the provisions of the above paragraph during the period stipulated in the said paragraph.

Article 9. The first business year of JETRO shall commence on the day of its establishment, notwithstanding the provisions of Article 23, and terminate on 31 March 1959.

Article 10. With respect to the Business Programme, the Financing Plan and the Budget for the first business year, the words "before the commencement of each business year" in Article 24 shall be changed to read "without delay after its establishment,"

(Revision of the Law on Registration Tax)

Article 11. A part of the Law on Registration Tax (Law No. 27, 1896) shall be revised as follows:

The words "the Japan External Trade Organization" and "the Law Concerning the Establishment of the Japan External Trade Organization" shall be inserted respectively after the words "the Agency for the Promotion of Public Welfare" and "the Law Concerning the Establishment of the Agency for the Promotion of Public Welfare" in Paragraph 7 of Article 19.

(Revision of the Stamp Law)

Article 12. A part of the Stamp Law (Law No. 54, 1889) shall be revised as follows:

Another item reading "6-3-2. Certificates and books issued by the Japan External Trade Organization" shall be added after Item 6-3 of Article 5,

(Revision of Law on Income Tax)

Article 13. A part of the Law on Income Tax (Law No. 27, 1947) shall be revised as follows:

The words "the Japan External Trade Organization" shall be inserted after the words "the Agency for the Promotion of Private Schools" in Item 10 of Paragraph 1 of Article 3.

(Revision of the Corporation Law)

Article 14. A part of the Corporation Law (Law No. 28, 1947) shall be revised as follows:

The words "the Japan External Trade Organization" shall be inserted after the words "the Agency for the Promotion of Public Welfare" in Item 3 of Article 4.

(Revision of the Local Tax Law)

Article 15. A part of the Local Tax Law (Law No. 226, 1950) shall be revised as follows:

The words "the Japan External Trade Organization" shall be inserted after the words "the Agency for the Promotion of Public Welfare" in Item 4-1-3 of Article 72.

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(JETRO)

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